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*Counsel for Bottling Group, LLC and its affiliates and subsidiaries,
operating as Pepsi Beverages Company and Frito-Lay North America, Inc.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
SEARS HOLDINGS CORPORATION,	:	Case No. 18-23538 (RDD)
<i>et al.,</i>	:	
	:	(Jointly Administered)
Debtors.	:	

MOTION FOR ADMISSION TO PRACTICE, PRO HAC VICE

I, Joseph D. Frank, request admission, *pro hac vice*, before the Honorable Robert D. Drain, to represent Bottling Group, LLC and its affiliates and subsidiaries, operating as Pepsi Beverages Company and Frito-Lay North America, Inc. (collectively, “Pepsi”) a Creditor in the above-referenced jointly administered cases.

I certify that I am a member in good standing of the bar in the State of Illinois and the bar of the U.S. District Court for the Northern District of Illinois.

I have submitted the filing fee of \$200.00 with this motion for *pro hac vice* admission.

Dated: November 6, 2018

BOTTLING GROUP, LLC, OPERATING
COLLECTIVELY WITH AFFILIATES AND THEIR
SUBSIDIARIES AS PEPSI BOTTLING COMPANY
AND FRITO-LAY NORTH AMERICA, INC.

Respectfully submitted,

By: /s/ Joseph D. Frank
One of their attorneys

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